

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X		
In re:	:	Chapter 11
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	Case No. 09-50026 (REG)
	:	(Jointly Administered)
Debtors.	:	
-----X		

**LIMITED OBJECTION OF THE MATHWORKS, INC. TO NOTICE OF (I) DEBTORS'
INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS,
UNEXPIRED LEASES OF PERSONAL PROPERTY, AND UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY AND
(II) CURE AMOUNTS RELATED THERETO**

The MathWorks, Inc. ("MathWorks"), hereby submits this limited objection ("Objection") to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto (hereinafter the "Notice"), and respectfully submits the following:

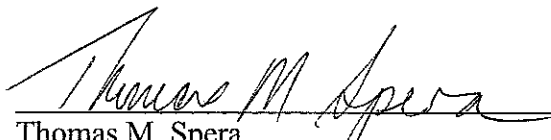
1. In the Notice, dated June 5, 2009, the above-captioned debtors and debtors in possession (collectively, the "Debtors") provided MathWorks with notice of their intention to assume and assign certain executory contracts to Vehicle Acquisition Holdings, LLC, a purchaser sponsored by the United States Department of the Treasury.
2. Pursuant to Section 365(b)(1)(A) of the Bankruptcy Code, the trustee may only assume an executory contract if the trustee "cures, or provides adequate assurance that the trustee will promptly cure," any default under the executory contract. 11 U.S.C. § 365(b)(1)(A).

3. The Notice directs non-debtor counterparties to executory contracts with GM to a website (the "Contract Website") containing a proposed cure amount (the "Cure Amount") intended to satisfy the terms of Section 365(b)(1)(A).
4. MathWorks currently provides Debtors with licensed software and software maintenance services.
5. As of the dispatch of this filing, MathWorks is only credited as having one executory contract with Debtors on the Contract Website. Further, the Contract Website currently contains no Cure Amount for MathWorks' executory contracts.
6. MathWorks objects to the current information on the Contract Website to the extent that MathWorks has entered into more than one executory contract with Debtors.
7. MathWorks further disagrees with the absence of posted Cure Amount to the Contract Website, particularly to the extent that such absence is equivalent to a Cure Amount of zero; and asserts that, as of June 1, 2009, Debtors are in default on executory contracts with MathWorks in the amount of \$128,661. Invoices tracking this amount are attached as Exhibit A.
8. MathWorks accordingly objects that the Cure Amount does not accurately state the amount owed to MathWorks under its executory contracts with Debtors.
9. MathWorks does not, however, object to the assumption and assignment to VAH of its executory contracts with Debtors.
10. In view of the limited time to file objections, MathWorks files this Objection in order to preserve its rights. MathWorks further reserves all rights available in law or equity, particularly in the event that its contracts are not assumed.

11. MathWorks reserves the right to amend or supplement this Objection as additional information requires.

Dated: June 12, 2009

Respectfully submitted,



Thomas M. Spera
Vice President and General Counsel
The MathWorks, Inc.
3 Apple Hill Drive
Natick, MA 01760
tspera@mathworks.com

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	:
	:
GENERAL MOTORS CORP., <i>et al.</i> ,	:
	:
Debtors.	:
-----X	

Chapter 11
Case No. 09-50026 (REG)
(Jointly Administered)

CERTIFICATE OF SERVICE

I, Thomas Spera, hereby certify that on the 12th day of June, 2009, I served a true and accurate copy of the attached pleading upon the following parties by overnight mail to their offices at:

Diana G. Adams, Esq.
Office of the U.S. Trustee for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004

General Motors Corporation
Attn: Warren Command Center, Mailcode 480-206-114
Cadillac Building
30009 Van Dyke Avenue
Warren, MI 48090-9025

Weil, Gotshal & Manges
Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.
767 Fifth Avenue
New York, NY 10153

John J. Rapisardi, Esq.
Cadwalader, Wickersham & Taft, LLP
One World Financial Center
New York, NY 10281

Matthew Feldman, Esq.
U.S. Department of Treasury
1500 Pennsylvania Avenue NW, Room 2312
Washington, DC 20220

Michael J. Edelman, Esq.
Michael L. Schein, Esq.
Vedder Price, P.C.
1633 Broadway, 47th Floor

New York, NY 10019

Kenneth Eckstein, Esq.
Thomas Moers Mayer, Esq.
Kramer Levin Naftalis & Frankel, LLP
1177 Avenue of the Americas
New York, NY 10036

Chambers Copy

Honorable Robert E. Gerber
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 621
New York, NY 10004-1408


By: 
Thomas M. Spera
Vice President and General Counsel
The MathWorks, Inc.
3 Apple Hill Dr.
Natick, MA 01760

Exhibit A



Invoice Number: 29013481
Invoice Date: 3/27/2009
P.O. Number: TCS26381

Page: 1

Bill To Address: 1679334

GM FSS ABP
GM FSS ABP
PO Box 63490
Phoenix, AZ 85082-3490
United States

Ship To Address

General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground

Tracking No: 089908375595718

FOB: Natick, MA

Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
License / Company: 134812 / General Motors Corp				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEC	1	MAINTENANCE RTW EMBEDDED CODER 01/01/2009-01/01/2010	900.00	900.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
License / Company: 141437 / General Motors Proving Ground				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
License / Company: 141443 / General Motors Corp				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT	540.00	540.00

The MathWorks, Inc.
PO Box 845428
Boston, MA 02284-5428
USA

Tel: 508.647.7000
Fax: 508.647.7001
info@mathworks.com
www.mathworks.com

Fed ID 94-2960235
Duns # 13-114-2747



Invoice Number: 29013481
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United States

Ship To Address

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3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground

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SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00
		01/01/2009-01/01/2010		
SUBSF	1	Stateflow® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
		License / Company: 141444 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT	351.00	351.00
		01/01/2009-01/01/2010		
SUBSL	1	Simulink® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00
		01/01/2009-01/01/2010		
SUBRT	1	Real-Time Workshop® - MAINT	1,350.00	1,350.00
		01/01/2009-01/01/2010		
SUBSC	1	Stateflow® Coder - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBSF	1	Stateflow® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
		License / Company: 148270 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT	351.00	351.00
		01/01/2009-01/01/2010		
SUBSL	1	Simulink® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBCT	1	MAINTENANCE CONTROL	90.00	90.00
		01/01/2009-01/01/2010		
SUBDS	1	MAINT SIGNAL PROC BLOCKSET	180.00	180.00
		01/01/2009-01/01/2010		
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00
		01/01/2009-01/01/2010		
SUBID	1	MAINTENANCE SYSTEM ID	90.00	90.00
		01/01/2009-01/01/2010		
SUBOP	1	MAINTENANCE OPTIMIZATION	90.00	90.00
		01/01/2009-01/01/2010		

The MathWorks, Inc.
PO Box 845428
Boston, MA 02284-5428
USA

Tel: 508.647.7000
Fax: 508.647.7001
info@mathworks.com
www.mathworks.com

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GM FSS ABP
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PO Box 63490
Phoenix, AZ 85082-3490
United States

Ship To Address

General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground Tracking No: 089908375595718 FOB: Natick, MA

Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSD	1	Simulink® Control Design MAINT 01/01/2009-01/01/2010	180.00	180.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSG	1	MAINTENANCE SIGNAL PROCESSING 01/01/2009-01/01/2010	72.00	72.00
SUBWA	1	MAINTENANCE WAVELET 01/01/2009-01/01/2010	90.00	90.00
License / Company: 148272 / General Motors Corp				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEC	1	MAINTENANCE RTW EMBEDDED CODER 01/01/2009-01/01/2010	900.00	900.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
License / Company: 148273 / General Motors Corp				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00

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PO Box 845428
Boston, MA 02284-5428
USA

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Fax: 508.647.7001
info@mathworks.com
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		01/01/2009-01/01/2010		
SUBSC	1	Stateflow® Coder - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBSF	1	Stateflow® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
		License / Company: 153650 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT	351.00	351.00
		01/01/2009-01/01/2010		
SUBSL	1	Simulink® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00
		01/01/2009-01/01/2010		
SUBRT	1	Real-Time Workshop® - MAINT	1,350.00	1,350.00
		01/01/2009-01/01/2010		
SUBSC	1	Stateflow® Coder - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBSF	1	Stateflow® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
		License / Company: 160244 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT	351.00	351.00
		01/01/2009-01/01/2010		
SUBSL	1	Simulink® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBCT	1	MAINTENANCE CONTROL	90.00	90.00
		01/01/2009-01/01/2010		
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00
		01/01/2009-01/01/2010		
SUBRT	1	Real-Time Workshop® - MAINT	1,350.00	1,350.00
		01/01/2009-01/01/2010		
SUBSC	1	Stateflow® Coder - MAINT	540.00	540.00
		01/01/2009-01/01/2010		

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Boston, MA 02284-5428
USA

Tel: 508.647.7000
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FOB: Natick, MA

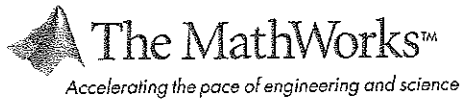
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SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
		License / Company: 179358 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBCT	1	MAINTENANCE CONTROL 01/01/2009-01/01/2010	90.00	90.00
SUBEC	1	MAINTENANCE RTW EMBEDDED CODER 01/01/2009-01/01/2010	900.00	900.00
SUBID	1	MAINTENANCE SYSTEM ID 01/01/2009-01/01/2010	90.00	90.00
SUBOP	1	MAINTENANCE OPTIMIZATION 01/01/2009-01/01/2010	90.00	90.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSD	1	Simulink® Control Design MAINT 01/01/2009-01/01/2010	180.00	180.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSG	1	MAINTENANCE SIGNAL PROCESSING 01/01/2009-01/01/2010	72.00	72.00
		License / Company: 180889 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBRT	1	Real-Time Workshop® - MAINT	1,350.00	1,350.00

The MathWorks, Inc.
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USA

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Fax: 508.647.7001
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		01/01/2009-01/01/2010		
SUBSF	1	Stateflow® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
		License / Company: 180930 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT	351.00	351.00
		01/01/2009-01/01/2010		
SUBSL	1	Simulink® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBCT	1	MAINTENANCE CONTROL	90.00	90.00
		01/01/2009-01/01/2010		
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00
		01/01/2009-01/01/2010		
SUBID	1	MAINTENANCE SYSTEM ID	90.00	90.00
		01/01/2009-01/01/2010		
SUBOP	1	MAINTENANCE OPTIMIZATION	90.00	90.00
		01/01/2009-01/01/2010		
SUBRT	1	Real-Time Workshop® - MAINT	1,350.00	1,350.00
		01/01/2009-01/01/2010		
SUBSC	1	Stateflow® Coder - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBSD	1	Simulink® Control Design MAINT	180.00	180.00
		01/01/2009-01/01/2010		
SUBSF	1	Stateflow® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
		License / Company: 180931 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT	351.00	351.00
		01/01/2009-01/01/2010		
SUBSL	1	Simulink® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBCT	1	MAINTENANCE CONTROL	90.00	90.00
		01/01/2009-01/01/2010		

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FOB: Natick, MA

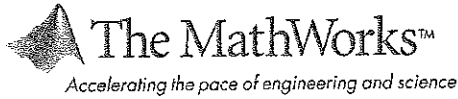
Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

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SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBID	1	MAINTENANCE SYSTEM ID 01/01/2009-01/01/2010	90.00	90.00
SUBOP	1	MAINTENANCE OPTIMIZATION 01/01/2009-01/01/2010	90.00	90.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSD	1	Simulink® Control Design MAINT 01/01/2009-01/01/2010	180.00	180.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
License / Company: 182196 / General Motors Proving Ground				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBCT	1	MAINTENANCE CONTROL 01/01/2009-01/01/2010	90.00	90.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBFP	1	Simulink® Fixed Point MAINT 01/01/2009-01/01/2010	180.00	180.00
SUBOP	1	MAINTENANCE OPTIMIZATION 01/01/2009-01/01/2010	90.00	90.00
SUBPO	1	MAINTENANCE FIXED-POINT TB 01/01/2009-01/01/2010	90.00	90.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSD	1	Simulink® Control Design MAINT	180.00	180.00

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GM FSS ABP
PO Box 63490
Phoenix, AZ 85082-3490
United States

Ship To Address

General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground

Tracking No: 089908375595718

FOB: Natick, MA

Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
		01/01/2009-01/01/2010		
SUBSF	1	Stateflow® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBSO	1	Maintenance Simulink Design Op	180.00	180.00
		01/01/2009-01/01/2010		
		License / Company: 182554 / General Motors Corp		
SUBML	1	MATLAB® - MAINT	351.00	351.00
		01/01/2009-01/01/2010		
SUBSL	1	Simulink® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBEC	1	MAINTENANCE RTW EMBEDDED CODER	900.00	900.00
		01/01/2009-01/01/2010		
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00
		01/01/2009-01/01/2010		
SUBRT	1	Real-Time Workshop® - MAINT	1,350.00	1,350.00
		01/01/2009-01/01/2010		
SUBSC	1	Stateflow® Coder - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBSF	1	Stateflow® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
		License / Company: 185097 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT	351.00	351.00
		01/01/2009-01/01/2010		
SUBSL	1	Simulink® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBEC	1	MAINTENANCE RTW EMBEDDED CODER	900.00	900.00
		01/01/2009-01/01/2010		
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00
		01/01/2009-01/01/2010		
SUBRT	1	Real-Time Workshop® - MAINT	1,350.00	1,350.00
		01/01/2009-01/01/2010		
SUBSC	1	Stateflow® Coder - MAINT	540.00	540.00
		01/01/2009-01/01/2010		

The MathWorks, Inc.
PO Box 845428
Boston, MA 02284-5428
USA

Tel: 508.647.7000
Fax: 508.647.7001
info@mathworks.com
www.mathworks.com

Fed ID 94-2960235
Duns # 13-114-2747



Invoice Number: 29013481
Invoice Date: 3/27/2009
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Bill To Address: 1679334

GM FSS ABP
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PO Box 63490
Phoenix, AZ 85082-3490
United States

Ship To Address

General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground Tracking No: 089908375595718 FOB: Natick, MA

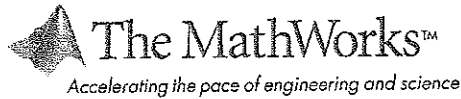
Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
		License / Company: 185108 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBCT	1	MAINTENANCE CONTROL 01/01/2009-01/01/2010	90.00	90.00
SUBEC	1	MAINTENANCE RTW EMBEDDED CODER 01/01/2009-01/01/2010	900.00	900.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBID	1	MAINTENANCE SYSTEM ID 01/01/2009-01/01/2010	90.00	90.00
SUBOP	1	MAINTENANCE OPTIMIZATION 01/01/2009-01/01/2010	90.00	90.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSD	1	Simulink® Control Design MAINT 01/01/2009-01/01/2010	180.00	180.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
		License / Company: 185110 / General Motors Corp		
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBCT	1	MAINTENANCE CONTROL 01/01/2009-01/01/2010	90.00	90.00
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00

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Boston, MA 02284-5428
USA

Tel: 508.647.7000
Fax: 508.647.7001
info@mathworks.com
www.mathworks.com

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Invoice Number: 29013481
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GM FSS ABP
GM FSS ABP
PO Box 63490
Phoenix, AZ 85082-3490
United States

Ship To Address

General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground

Tracking No: 089908375595718

FOB: Natick, MA

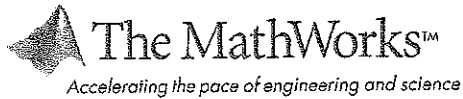
Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
SUBID	1	01/01/2009-01/01/2010 MAINTENANCE SYSTEM ID	90.00	90.00
SUBOP	1	01/01/2009-01/01/2010 MAINTENANCE OPTIMIZATION	90.00	90.00
SUBSD	1	01/01/2009-01/01/2010 Simulink® Control Design MAINT	180.00	180.00
SUBSF	1	01/01/2009-01/01/2010 Stateflow® - MAINT	540.00	540.00
SUBML	1	License / Company: 207162 / General Motors Proving Ground MATLAB® - MAINT	351.00	351.00
SUBSL	1	01/01/2009-01/01/2010 Simulink® - MAINT	540.00	540.00
SUBEL	1	01/01/2009-01/01/2010 MAINTENANCE EXCEL LINK	18.00	18.00
SUBRT	1	01/01/2009-01/01/2010 Real-Time Workshop® - MAINT	1,350.00	1,350.00
SUBSC	1	01/01/2009-01/01/2010 Stateflow® Coder - MAINT	540.00	540.00
SUBSF	1	01/01/2009-01/01/2010 Stateflow® - MAINT	540.00	540.00
SUBML	1	License / Company: 208746 / General Motors Corp MATLAB® - MAINT	351.00	351.00
SUBSL	1	01/01/2009-01/01/2010 Simulink® - MAINT	540.00	540.00
SUBCT	1	01/01/2009-01/01/2010 MAINTENANCE CONTROL	90.00	90.00
SUBOP	1	01/01/2009-01/01/2010 MAINTENANCE OPTIMIZATION	90.00	90.00
SUBSG	1	01/01/2009-01/01/2010 MAINTENANCE SIGNAL PROCESSING	72.00	72.00

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PO Box 845428
Boston, MA 02284-5428
USA

Tel: 508.647.7000
Fax: 508.647.7001
info@mathworks.com
www.mathworks.com

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Bill To Address: 1679334

GM FSS ABP
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PO Box 63490
Phoenix, AZ 85082-3490
United States

Ship To Address

General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground

Tracking No: 089908375595718

FOB: Natick, MA

Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
SUBSD	1	Simulink® Control Design MAINT 01/01/2009-01/01/2010	180.00	180.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2011	36.00	36.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBID	1	MAINTENANCE SYSTEM ID 01/01/2009-01/01/2010	90.00	90.00
License / Company: 234902 / General Motors Proving Ground				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBCT	1	MAINTENANCE CONTROL 01/01/2009-01/01/2010	90.00	90.00
SUBDS	1	MAINT SIGNAL PROC BLOCKSET 01/01/2009-01/01/2010	180.00	180.00
SUBFP	1	Simulink® Fixed Point MAINT 01/01/2009-01/01/2010	180.00	180.00
SUBPO	1	MAINTENANCE FIXED-POINT TB 01/01/2009-01/01/2010	90.00	90.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSD	1	Simulink® Control Design MAINT 01/01/2009-01/01/2010	180.00	180.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSG	1	MAINTENANCE SIGNAL PROCESSING 01/01/2009-01/01/2010	72.00	72.00

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Boston, MA 02284-5428
USA

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info@mathworks.com
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Bill To Address: 1679334

GM FSS ABP
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Phoenix, AZ 85082-3490
United States

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General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

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Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground

Tracking No: 089908375595718

FOB: Natick, MA

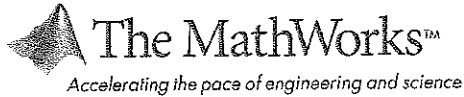
Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
License / Company: 259161 / General Motors Corp				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEC	1	MAINTENANCE RTW EMBEDDED CODER 01/01/2009-01/01/2010	900.00	900.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
License / Company: 259162 / General Motors Corp				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
License / Company: 259163 / General Motors Proving Ground				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00

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Boston, MA 02284-5428
USA

Tel: 508.647.7000
Fax: 508.647.7001
info@mathworks.com
www.mathworks.com

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Invoice Number: 29013481
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Bill To Address: 1679334

GM FSS ABP
GM FSS ABP
PO Box 63490
Phoenix, AZ 85082-3490
United States

Ship To Address

General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground Tracking No: 089908375595718 FOB: Natick, MA

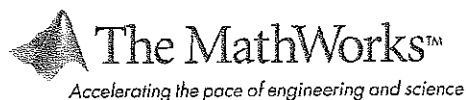
Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
SUBEC	1	MAINTENANCE RTW EMBEDDED CODER 01/01/2009-01/01/2010	900.00	900.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
License / Company: 263621 / General Motors Proving Ground				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBCT	1	MAINTENANCE CONTROL 01/01/2009-01/01/2010	90.00	90.00
SUBEC	1	MAINTENANCE RTW EMBEDDED CODER 01/01/2009-01/01/2010	900.00	900.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBID	1	MAINTENANCE SYSTEM ID 01/01/2009-01/01/2010	90.00	90.00
SUBLD	1	MAINTENANCE SimDriveLine 02/01/2009-01/01/2010	330.00	330.00
SUBOP	1	MAINTENANCE OPTIMIZATION 01/01/2009-01/01/2010	90.00	90.00
SUBPS	1	MAINTENANCE POWER SYSTEM BLOC 02/01/2009-01/01/2010	495.00	495.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSD	1	Simulink® Control Design MAINT	180.00	180.00

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Tel: 508.647.7000
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GM FSS ABP
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PO Box 63490
Phoenix, AZ 85082-3490
United States

Ship To Address

General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground

Tracking No: 069908375595718

FOB: Natick, MA

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Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
		01/01/2009-01/01/2010		
SUBSF	1	Stateflow® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBSH	1	SimHydraulics™ - MAINT	330.00	330.00
		02/01/2009-01/01/2010		
SUBSS	1	Simscape - MAINT	330.00	330.00
		02/01/2009-01/01/2010		
		License / Company: 278913 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT	351.00	351.00
		01/01/2009-01/01/2010		
SUBSL	1	Simulink® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00
		01/01/2009-01/01/2010		
SUBRT	1	Real-Time Workshop® - MAINT	1,350.00	1,350.00
		01/01/2009-01/01/2010		
SUBSC	1	Stateflow® Coder - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBSF	1	Stateflow® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
		License / Company: 279107 / General Motors Proving Ground		
SUBML	1	MATLAB® - MAINT	351.00	351.00
		01/01/2009-01/01/2010		
SUBSL	1	Simulink® - MAINT	540.00	540.00
		01/01/2009-01/01/2010		
SUBCT	1	MAINTENANCE CONTROL	90.00	90.00
		01/01/2009-01/01/2010		
SUBOP	1	MAINTENANCE OPTIMIZATION	90.00	90.00
		01/01/2009-01/01/2010		
SUBSD	1	Simulink® Control Design MAINT	180.00	180.00
		01/01/2009-01/01/2010		
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00
		01/01/2009-01/01/2010		

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USA

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info@mathworks.com
www.mathworks.com

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Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground Tracking No: 089908375595718 FOB: Natick, MA

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Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBID	1	MAINTENANCE SYSTEM ID 01/01/2009-01/01/2010	90.00	90.00
License / Company: 281277 / General Motors				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBCT	1	MAINTENANCE CONTROL 01/01/2009-01/01/2010	90.00	90.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBID	1	MAINTENANCE SYSTEM ID 01/01/2009-01/01/2010	90.00	90.00
SUBOP	1	MAINTENANCE OPTIMIZATION 01/01/2009-01/01/2010	90.00	90.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSD	1	Simulink® Control Design MAINT 01/01/2009-01/01/2010	180.00	180.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
License / Company: 292559 / General Motors Proving Ground				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEL	1	MAINTENANCE EXCEL LINK	18.00	18.00

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Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
SUBSF	1	01/01/2009-01/01/2010 Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBML	1	License / Company: 310668 / General Motors Proving Ground MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBML	1	License / Company: 347988 / GM Powertrain MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBML	1	License / Company: 347989 / GM Powertrain MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBCT	1	MAINTENANCE CONTROL 01/01/2009-01/01/2010	90.00	90.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00

The MathWorks, Inc.
PO Box 845428
Boston, MA 02284-5428
USA

Tel: 508.647.7000
Fax: 508.647.7001
info@mathworks.com
www.mathworks.com

Fed ID 94-2960235
Duns # 13-114-2747



Invoice Number: 29013481
Invoice Date: 3/27/2009
P.O. Number: TCS26381

Page: 17

Bill To Address: 1679334

GM FSS ABP
GM FSS ABP
PO Box 63490
Phoenix, AZ 85082-3490
United States

Ship To Address

General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground

Tracking No: 089908375595718

FOB: Natick, MA

Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
SUBID	1	MAINTENANCE SYSTEM ID 01/01/2009-01/01/2010	90.00	90.00
SUBOP	1	MAINTENANCE OPTIMIZATION 01/01/2009-01/01/2010	90.00	90.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSD	1	Simulink® Control Design MAINT 01/01/2009-01/01/2010	180.00	180.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
License / Company: 347990 / GM Powertrain				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBCT	1	MAINTENANCE CONTROL 01/01/2009-01/01/2010	90.00	90.00
SUBEC	1	MAINTENANCE RTW EMBEDDED CODER 01/01/2009-01/01/2010	900.00	900.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBID	1	MAINTENANCE SYSTEM ID 01/01/2009-01/01/2010	90.00	90.00
SUBOP	1	MAINTENANCE OPTIMIZATION 01/01/2009-01/01/2010	90.00	90.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00

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Bill To Address: 1679334

GM FSS ABP
GM FSS ABP
PO Box 63490
Phoenix, AZ 85082-3490
United States

Ship To Address

General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground Tracking No: 089908375595718 FOB: Natick, MA

Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
		License / Company: 347991 / GM Powertrain		
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBCT	1	MAINTENANCE CONTROL 01/01/2009-01/01/2010	90.00	90.00
SUBEC	1	MAINTENANCE RTW EMBEDDED CODER 01/01/2009-01/01/2010	900.00	900.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBID	1	MAINTENANCE SYSTEM ID 01/01/2009-01/01/2010	90.00	90.00
SUBOP	1	MAINTENANCE OPTIMIZATION 01/01/2009-01/01/2010	90.00	90.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
		License / Company: 356454 / General Motors Corp		
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
		License / Company: 356455 / General Motors Corp		
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00

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Invoice Number: 29013481
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P.O. Number: TCS26381

Page: 19

Bill To Address: 1679334

GM FSS ABP
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PO Box 63490
Phoenix, AZ 85082-3490
United States

Ship To Address

General Motors Corp
3300 General Motors Rd
Milford, MI 48380-3726
United States

Currency Displayed: US Dollar

Tax Cert: ME-0900440

Order No: 2318058 Order Date: 3/27/2009 Ship Date: 3/27/2009 Ship Via: FedEx-Ground Tracking No: 089908375595718 FOB: Natick, MA

Notes: MANUAL INVOICE-PLEASE DO NOT MAIL!!!!!!

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBRT	1	Real-Time Workshop® - MAINT 01/01/2009-01/01/2010	1,350.00	1,350.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBSC	1	Stateflow® Coder - MAINT 01/01/2009-01/01/2010	540.00	540.00
License / Company: 362253 / General Motors Corp				
SUBML	1	MATLAB® - MAINT 01/01/2009-01/01/2010	351.00	351.00
SUBSL	1	Simulink® - MAINT 01/01/2009-01/01/2010	540.00	540.00
SUBEL	1	MAINTENANCE EXCEL LINK 01/01/2009-01/01/2010	18.00	18.00
SUBSF	1	Stateflow® - MAINT 01/01/2009-01/01/2010	540.00	540.00

Payment Terms: 2nd Day 2nd Month

Due Date: 5/2/2009

Sub-Total: 127,188.00

Freight: .00

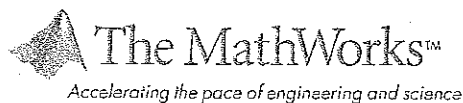
Sales Tax: .00

Total: (Currency: USD) 127,188.00

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USA

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Fax: 508.647.7001
info@mathworks.com
www.mathworks.com

Fed ID 94-2960235
Duns # 13-114-2747



Invoice Number: 28023593
Invoice Date: 5/30/2008
P.O. Number: TCS72746

Page: 1

Bill To Address: 1081598

General Motors
Ed Schroeder
300 Renaissance Center
PO Box 300
Detroit, MI 48265
United States

Ship To Address

General Motors
300 Renaissance Center
PO Box 300
Detroit, MI 48265
United States

Currency Displayed: US Dollar

Tax Cert: N/A

Order No: 2053895 Order Date: 5/29/2008 Ship Date: 5/29/2008 Ship Via: Not Applicable

Tracking No: N/A

FOB: Natick, MA

Notes: Consulting Services Order

CSO# 1272

40hrs 30 Mins@ \$155/hr

** Please do not send invoice to the customer **

Signed PO & CSO found here:

\\mathworks\m\SalesService\Consulting_Services\Projects\P-762-GeneralMotors-2006GMPowertrainAHS2MBDAAd

Item Number	Seats / Qty Shipped *	Description / License Information	Unit Price	Extended Price
CONS999	1	CONSULTING	6,277.50	6,277.50

Payment Terms: 2nd Day 2nd Month

Due Date: 7/2/2008

Reference: P762

Sub-Total: 6,277.50

Freight: .00

Sales Tax: .00

Total: (Currency: USD) 6,277.50

Outstanding balance: 1,473.00

The MathWorks, Inc.
PO Box 845428
Boston, MA 02284-5428
USA

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Fax: 508.647.7001
info@mathworks.com
www.mathworks.com

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Duns # 13-114-2747